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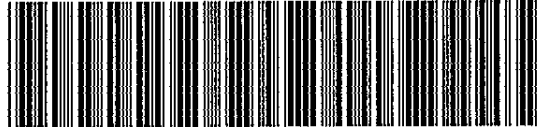
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 961940 7356838

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 55.00

ORDER DATE : March 11, 2003

ORDER TIME : 10:02 AM

ORDER NO. : 961940-005

CUSTOMER NO: 7356838

CUSTOMER: Ms. Patty Jones
Smith, Gambrell & Russell LLP
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC AMENDMENT FILING

NAME: FROG POND II, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FROG POND II, LLC**

L03000006080
(Document Number of Company)

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendments to its Articles of Organization:

FIRST: The date of filing of the Articles of Organization was February 19, 2003.


SECOND: An amendment to the Articles of Organization was adopted by the limited liability company, amending Article III thereof to read in its entirety as follows:

ARTICLE III

The Company is to be member-managed.

The date of this amendment's adoption is March 7, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 7 day of March, 2003.



Michael A. Walters
Authorized Representative

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